



Entered on Docket
April 19, 2006

Bruce A. Markell

Hon. Bruce A. Markell
United States Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case No. BK-S-06-10725 LBR

Chapter 11

**INTERIM ORDER APPROVING
MOTION UNDER 11 U.S.C. §§
105(a), 345, AND 363 APPROVING
DEBTORS' PROPOSED CASH
MANAGEMENT PROCEDURES
AND INTERIM USE OF CASH IN
ACCORDANCE WITH PROPOSED
CASH BUDGET**

Date: April 17, 2006

Time: 1:30 p.m.

SCHWARTZ & MCPHERSON LAW FIRM
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Before the Court is the Motion of USA Commercial Mortgage Company (“USACM”), on behalf of itself and its affiliated debtors, which are USA Securities, LLC (“USAS”), USA Capital Realty Advisors, LLC (“USARA”), USA Capital Diversified Trust Deed Fund, LLC (“Diversified Fund”), and USA Capital First Trust Deed Fund, LLC (“First Deed Fund”) (collectively, the “Debtors”), for an order under 11 U.S.C. §§ 105(a), 345, and 363 approving the Debtors’ proposed cash management procedures and interim use of cash in accordance with the proposed cash Budget (“Motion”). The Budget proposed by the Debtors is attached hereto as Exhibit A.

Based upon the Motion, the attachments thereto, and the Declaration of Thomas J. Allison, and it appearing that the relief sought in the Motion is appropriate and warranted,

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED.
2. The Debtors’ proposed cash management procedures set forth in the Motion are approved.
3. The Debtors may use cash on an interim basis for the purposes and on the terms set forth in the Motion and the Budget attached hereto as Exhibit “A” until May 3, 2006, and thereafter upon such further order of the Court following that hearing to approve the cash management procedures and the use of cash.
4. The consideration of the continued use of cash will be considered on May 3, 2006 at 9:30 a.m.
5. Notice of this Order and the hearing on May 3, 2006 shall be given by first class mail to all creditors of each of the Debtors, all investors in First Deed Fund and Diversified Fund and to all investors whose loans are being serviced by USACM.

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**INTERIM ORDER APPROVING MOTION UNDER 11 U.S.C. §§ 105(a), 345, AND
363 APPROVING DEBTORS' PROPOSED CASH MANAGEMENT PROCEDURES AND
INTERIM USE OF CASH IN ACCORDANCE WITH PROPOSED CASH BUDGET**

Submitted by:

/s/ LENARD E. SCHWARTZER

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Attorneys for Debtors

Approved/Disapproved by:

/s/ AUGUST LANDIS, ASST. U.S. TRUSTEE

Office of the U.S. Trustee

300 Las Vegas Boulevard South, Suite 4300

Las Vegas, NV 89101

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EXHIBIT A

USA Commercial Mortgage Company, et al.
13-Week Cash Forecast
(\$ in thousands)

13-Week Cash Forecast

	4/22/2006	4/29/2006	5/6/2006	5/13/2006	5/20/2006	5/27/2006	6/3/2006	6/10/2006	6/17/2006	6/24/2006	7/1/2006	7/8/2006	7/15/2006
Cash Receipts													
USA Commercial Mortgage - Wells Fargo													
Loan Closing Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$900.0	\$0.0	\$0.0
Extension Fees	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Other Income	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	26.6	0.0	0.0
Total Cash Receipts (USACMC - Wells Fargo)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$926.6	\$0.0	\$0.0
USA Commercial Mortgage - LaSalle													
Loan Closing Fees - Perm	\$25.0	\$0.0	\$7.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Appraisal revenue - Perm	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Cash Receipts (USACMC - LaSalle)	\$25.0	\$0.0	\$7.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Collections Trust Account													
Estimated Interest Return	\$0.0	\$0.0	\$0.0	\$5,895.7	\$0.0	\$0.0	\$0.0	\$5,823.2	\$0.0	\$0.0	\$0.0	\$0.0	\$5,849.8
Expected Returned Principal	0.0	0.0	0.0	4,828.0	0.0	0.0	26,950.0	0.0	10,679.1	23,683.7	0.0	0.0	0.0
Expected Outstanding Fee Return	0.0	0.0	0.0	146.3	0.0	0.0	222.8	0.0	314.0	320.0	0.0	0.0	0.0
Expected Outstanding Interest Return	0.0	0.0	0.0	813.2	0.0	0.0	904.5	0.0	57.4	20.4	0.0	0.0	0.0
Expected Cash Collections	\$0.0	\$0.0	\$0.0	\$11,683.2	\$0.0	\$0.0	\$28,077.2	\$5,823.2	\$11,050.6	\$24,024.1	\$0.0	\$0.0	\$5,849.8
Total Cash Receipts - Filed Entities	\$25.0	\$0.0	\$7.0	\$11,683.2	\$0.0	\$0.0	\$28,077.2	\$5,823.2	\$11,050.6	\$24,024.1	\$926.6	\$0.0	\$5,849.8
Cash Disbursements													
USA Commercial Mortgage - Wells Fargo													
Total Selling Expense	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$6.9	\$0.0	\$0.0
Administrative Expenses													
Salaries & Wages	203.6	0.0	80.0	0.0	77.8	0.0	0.0	80.0	0.0	77.8	0.0	80.0	0.0
Payroll Related Benefits	14.5	0.0	27.9	0.0	14.5	0.0	13.4	14.5	0.0	14.5	13.4	14.5	0.0
Rent	0.0	0.0	57.1	0.0	0.0	0.0	57.1	0.0	0.0	0.0	57.1	0.0	0.0
Total Legal	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	3.9	3.9	3.9
Total Other Administrative Expenses	40.0	40.0	40.0	40.0	40.0	40.0	40.0	40.0	40.0	40.0	40.0	40.0	40.0
Total Administrative Expenses	\$258.0	\$40.0	\$205.0	\$40.0	\$132.3	\$40.0	\$110.5	\$134.5	\$40.0	\$136.2	\$114.4	\$138.4	\$43.9
Total Other Expense	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$2.9	\$0.0	\$0.0
Total Cash Disbursements (USA CMC - Wells Fargo)	\$258.0	\$40.0	\$205.0	\$40.0	\$132.3	\$40.0	\$110.5	\$134.5	\$40.0	\$136.2	\$124.1	\$138.4	\$43.9
USA Capital Realty Advisors													
Marketing	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7	\$3.7
Total Legal	5.7	5.7	5.7	5.7	5.7	5.7	5.7	5.7	5.7	5.7	5.7	5.7	5.7
Total Other	2.7	2.7	2.7	2.7	2.7	2.7	2.7	2.7	2.7	2.7	2.7	2.7	2.7
Total Cash Disbursements (USA Capital Realty)	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1	\$12.1
Total Cash Disbursements - Filed Entities	\$270.1	\$52.1	\$217.1	\$52.1	\$144.4	\$52.1	\$122.6	\$146.6	\$52.1	\$148.3	\$136.2	\$150.5	\$53.0
Net Change in Cash USA Commercial Mortgage Related Entities													
Total Cash Receipts	\$25.0	\$0.0	\$7.0	\$11,683.2	\$0.0	\$0.0	\$28,077.2	\$5,823.2	\$11,050.6	\$24,024.1	\$926.6	\$0.0	\$5,849.8
Total Cash Disbursements	270.1	52.1	217.1	52.1	144.4	52.1	122.6	146.6	52.1	148.3	136.2	150.5	58.0
Net Change in Cash Before Bankruptcy Related Fees	(\$245.1)	(\$52.1)	(\$210.1)	\$11,631.1	(\$144.4)	(\$52.1)	\$27,954.6	\$5,476.6	\$10,998.5	\$23,875.8	\$790.3	(\$150.5)	\$5,593.8

USA Commercial Mortgage Company, et al.
13-Week Cash Forecast
(\$ in thousands)

13-Week Cash Forecast

	4/22/2006	4/29/2006	5/6/2006	5/13/2006	5/20/2006	5/27/2006	6/3/2006	6/10/2006	6/17/2006	6/24/2006	7/1/2006	7/8/2006	7/15/2006
	Week Ending												
Bankruptcy Related Costs													
Debtor Professional Fees													
Financial Advisor Fees & Expenses	\$160.6	\$160.6	\$151.8	\$148.8	\$145.9	\$119.8	\$119.8	\$119.8	\$119.8	\$119.8	\$119.8	\$119.8	\$119.8
Legal Counsel Fees & Expenses	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0
Local Counsel	16.7	16.7	16.7	16.7	16.7	16.7	16.7	16.7	16.7	16.7	16.7	16.7	16.7
PR Firm	1.3	1.3	1.3	1.3	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8
Other Professionals	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Committee Professionals													
Legal Counsel Fees & Expenses	0.0	0.0	0.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
Financial Advisor Fees & Expenses	0.0	0.0	0.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
Total Bankruptcy Professional Fees	\$228.5	\$228.5	\$219.7	\$266.7	\$263.3	\$237.2	\$237.2	\$237.2	\$237.2	\$237.2	\$237.2	\$237.2	\$237.2
Cash Payment for Bankruptcy Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$541.4	\$0.0	\$0.0	\$0.0	\$0.0	\$803.5	\$0.0
Other													
Employee Retention Costs	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Noticing Agent	0.0	0.0	0.0	0.0	0.0	0.0	15.0	0.0	0.0	0.0	15.0	0.0	0.0
Other (security)	10.0	10.0	10.0	10.0	10.0	10.0	10.0	10.0	10.0	10.0	10.0	10.0	10.0
Post-Petition Financing													
Post-Petition Financing	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Fees for Post-Petition Financing	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Legal Counsel Fees & Expenses	0.0	0.0	250.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Bankruptcy Related Fees	\$10.0	\$10.0	\$260.0	\$10.0	\$10.0	\$10.0	\$566.4	\$10.0	\$10.0	\$10.0	\$25.0	\$813.5	\$10.0
NET CHANGE IN CASH	(\$255.1)	(\$62.1)	(\$470.1)	\$11,621.1	(\$154.4)	(\$62.1)	\$27,388.2	\$5,466.6	\$10,988.5	\$23,865.8	\$765.3	(\$964.0)	\$5,563.8
CASH													
Total Cash and Cash Equivalents at Beginning of Period	\$10,154.2 ^(a)	\$9,899.1	\$9,837.0	\$9,366.9	\$20,988.0	\$20,833.6	\$20,771.5	\$48,159.7	\$53,626.3	\$64,614.8	\$69,480.6	\$89,245.9	\$68,281.9
Pre-Petition Cash Payments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net (Decrease) Increase in Cash and Cash Equivalents	(255.1)	(62.1)	(470.1)	11,621.1	(154.4)	(62.1)	27,388.2	5,466.6	10,988.5	23,865.8	765.3	(964.0)	5,563.8
Total Cash and Cash Equivalents at End of Period	\$9,899.1	\$9,837.0	\$9,366.9	\$20,988.0	\$20,833.6	\$20,771.5	\$48,159.7	\$53,626.3	\$64,614.8	\$89,480.6	\$89,245.9	\$88,281.9	\$93,865.7

Notes:

(a) Cash Balance as of 4/12/06